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**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

PHOENIX BEVERAGES, INC., RODB LLC,
WINDMILL DISTRIBUTING COMPANY, L.P.,
UP FROM THE ASHES, INC., and other affiliated
companies of PHOENIX BEVERAGES, INC.,

Plaintiffs,

vs.

EXXON MOBIL CORPORATION,
EXXONMOBIL RESEARCH AND
ENGINEERING COMPANY and QUANTA
RESOURCES CORPORATION,

Defendants.

Case No. 1:12-CV-03771(RRM) (JO)

**DECLARATION OF
ADRIENNE M. HOLLANDER**

ADRIENNE M. HOLLANDER hereby declares as follows:

1. I am an attorney with Arent Fox LLP, attorneys for Defendant Quanta Resources Corporation, and am familiar with the facts and circumstances of this action.

2. I respectfully submit this declaration in connection with Defendants' response to Plaintiffs' March 1, 2013 letter to the Court.

3. Attached hereto as Exhibit A is email correspondence between Plaintiffs' counsel and Defendants' counsel, dated February 12, 2013.

4. Attached hereto as Exhibit B is Plaintiffs' proposed Stipulation and Protective Order, dated February 12, 2013.

5. Attached hereto as Exhibit C is a redline reflecting Defendants' proposed changes to Plaintiffs' February 12, 2013 Stipulation and Protective Order.

6. Attached hereto as Exhibit D is Defendants' proposed Stipulation and Protective Order, dated March 6, 2013.

7. On February 21, 2013, during a conference call whose participants were attorneys representing parties that entered into the June 2005 Confidential Settlement Agreement (the "Settlement Agreement"), which settled the underlying claims in the litigation captioned *DMJ Associates LLC. v. Capasso*, 97-cv-7285 (DLI) (RML), the participating attorneys were asked whether their clients would consent to the disclosure of the Settlement Agreement and any related confidential materials (collectively, the "Confidential Materials") to the Plaintiffs herein.

8. There was unanimous agreement among the participants in the call that they would not consent to waive their confidentiality rights under the Settlement Agreement and permit the disclosure of the Confidential Materials to Plaintiffs.

I declare under penalty of perjury that the foregoing is true and accurate to the best of my knowledge, information and belief.

Executed on this 6th day of March, 2013.


ADRIENNE M. HOLLANDER